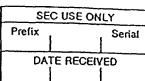
FORM D

RECD S.E.O. AUG 21 2003

OMB APPROVAL OMB Number: 3235-0076 1086 Expires: January 31, 1988 U.S. SECURITIES AND EXCHANGE COMMISSION



115-2640

Washington, D.C. 20549 NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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	J .	dicate change.)
Filing Under (Check box(es) that apply)	: 🗆 Rule 504 🗆 Rule 505 😿 Rule 506	☐ Section 4(6) ☐ ULOE
Type of Filing: New Filing	Amendment	
	A BASICIDENTIFICATION DATA	
Name of Offering (check if this is an amendment and name has changed, and indicate change.) The Havana Group, Inc. Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: New Filing Amendment ABASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) The Havana Group, Inc. Address of Executive Offices (Number and Street, City, State, Zip Code) 7090 Whipple Avenue, N.W., North Canton, OH 44720 Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)		
Name of Issuer (O check if this is an The Havana Group, Inc.	n amendment and name has changed, and indic	rate change.)
Name of Offering (check if this is an amendment and name has changed, and indicate change.) The Havana Group, Inc. Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: New Filing Amendment ABASIC: DENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) The Havana Group, Inc. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Arya Code)		
Address of Principal Business Operation (if different from Executive Offices)	ns (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Brief Description of Business Sal	e of cigar, tobacco and smokin	g accessories. Recently

Type of Business Organization Corporation business trust	☐ limited partnership, als	_	Other (please specify):		``/`	UG 25 2003
Actual or Estimated Date of Inc	corporation or Organization:	Month Year 1 1 9 7	[] Actual	Estimated		THOMSON FINANCIAL
Jurisdiction of Incorporation or	Organization: (Enter two-lett	er U.S. Postal Service a; FN for other foreign	abbreviation (n jurisdiction)	for State:	DE	

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

acquired an interest in oil and gas exploration in Argentina.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securitles in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

			2 PACTOSING	TO CASTION DATE.		
2 Enter	the information	requested for the		FICATION DATA		
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• Ea	ach beneficial own	er having the pov	· ·	•		or more of a class of equit
	curities of the issu					
				corporate general and n	nanaging partner	s of partnership issuers; and
• Ea	ach general and m	anaging partner o	of partnership issuers.		<u> </u>	
Check Bo	ox(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Nam Wil	ne (Last name first Lliam L. Mil	t, if individual) Ler		•		
Business (or Residence Add	ress (Number a	ind Street, City, State, 2	(ip Code)		
c/o I	The Havana G	roup, Inc.,	7090 Whipple Av	venue, N.W., Nor	th Canton,	ОН 44720
Check Bo	ox(es) that Apply:	(1) Promoter	H Beneficial Owner	☐ Executive Officer	Director	El General and/or Managing Partner
Fuli Nam	ie (Last name firs	(andividual)				
	2336					
Business	or Residence Add	iezz = (Number s	nd Street (City, State 2	ap Code)		
Check Bo	ox(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
	ie (Last name first	, if individual)				
Stev	ven Heard	•				
Business	or Residence Add		nd Street, City, State, 2 7090 Whipple Av		th Canton,	ОН 44720
Business of	or Residence Add The Havana G	roup, Inc.,		venue, N.W., Nor		OH 44720 Signeral and/or/ Managing Pating
Business of Control	or Residence Add The Havana G	roup, Inc.,	7090 Whipple Av	venue, N.W., Nor		H General and/or
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Business of C/O T	or Residence Add The Havana G xx(es) shat Apply e (Cast name) as	roup, Inc., EPromoter if and individual)	7090 Whipple Av	yenue, N.W., Nor		H General and/or
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Business of C/O To Theck Bo Full Name Free	or Residence Add The Havana G ox(es) that Apply ox(es) that Apply ex (Last name first derick Bernd	Fromp, Inc., Fromoter (Number 2a is a Promoter Promoter if individual)	7090 Whipple Av	in (Code).	a Directors	Fig General and/or- sa Managing Partner.
Business of C/O To The Check Bo Full Name Free Business of Business of Business of Check Bo	or Residence Add The Havana G ox(es) that Apply ox(es) that Apply ex (Last name first derick Bernd or Residence Add	Froup, Inc., Fromoter Atlandividual) Promoter I if individual) It ress (Number a	7090 Whipple Av 19 Beneficial Owner Beneficial Owner	ip Code)	Director Director	General and/or Managing Partner
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D Beneficial Owner

☐ Executive Officer

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

☐ General and/or

Managing Partner

□ Director

			A. BASICIDENTI	FICATION DATA:		
	the information	-	-			
			ssuer has been organized			
• Ez	ach beneficial own curities of the issu	er having the po- ier;	wer to vote or dispose, o	r direct the vote or disp	osition of, 10%	or more of a class of equit
• Ea	ach executive offic	er and director of	corporate issuers and of	corporate general and n	nanaging partner	rs of partnership issuers; an
• Ea	ach general and m	anaging partner	of partnership issuers.	,		
Check Bo	ox(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
	e (Last name first Idziszek	, if individual)		•		
			und Street, City, State, 2 7090 Whipple Ave		h Canton,	ОН 44720
Check Bo	ox(E) that Apply:	A Promoter	E Beneficial Owner)		FID prectors.	EBGeneral and/or Managing Pariner
Füll Nam	e (Late name nici	(feladividaal)				
Businessk	or Residence Add	ess, Munder a	id Sirets Gity States Z	ip (sode)		
Check Bo	x(cs) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
	e (Last name first in E. Atkins	•				
			nd Street, City, State, 2 7090 Whipple A	•	th Canton	OH 44720
A 1/4 1/4 1/4 1/4 1/4 1/4 1/4 1/4 1/4 1/4						
chack the	a(cs) anat Apply	Ld Promoters	E Baialias Orma	el Promocilian	, la Uneclor	19) General and/or Managing Partitors
Full-Name	e (Lacratame firo	ii individual)				
Businesso	neRendenceAddi	es (Numbera 1	nd Suret (Oity, State, 7	m(Gode)		
Check Bo	x(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
	c (Last name first, rd DeY Manni	•				
Business o	or Residence Addr The Havana G	ess (Number a	nd Street, City, State, Z 7090 Whipple A	ip Code) venue, N.W., Nor	th Canton,	. ОН 44720
Check Ba	x(cs) dia(Apply:	D Promoter	- ⊠ Beneficial Owner.	(2) Exécutive Officere	G Director.	El General and/or Managing Partner
Full Name	(Eastename mix)	atendrodual): +		11	25	
Businessio	r Residence Addr	ess (Number a	nd Street, City State, 7	sp _s Code)		
Check Box	x(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name	Clast name first.	if individual)				

Business or Residence Address (Number and Street, City, State, Zip Code)

				B:1	NEORMA	TION AB	OUT OEF	ERING =					
1. Has	the issuer	sold, or d	oes the iss	uer intend	to sell, to	non-accre	dited inve	stors in thi	s offering	· · · · · · · · · · · · · · · · · · ·		. X	№ □
			An	iswer also	in Append	lix, Colum	n 2, if fili	ng under l	JLOE.			Not	
2. Wha	it is the m	inimum in	vestment t	hat will be	accepted	from any	individual?	? <i></i>					
												19	No
												· 🗷	
sion to be list t	or similar : c listed is a he name o	remunerati in associati if the brok	ion for soli ed person e er or deale	citation of or agent of r. If more	purchasers f a broker than five	s in connector dealer r (5) persons	tion with s egistered v to be liste	ales of secu with the SE ed are asso	rities in th C and/or	e offering. I with a state	If a perso e or state:	n S.	
Full Nam	e (Last na	me first, il	individua	1)			· ·						
		N	ONE								-		
Business o	or Residen	ce Address	Number	and Stree	L City, Sta	ate. Zin C	ode)						
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Name of	Accorated	Prokes o	r Dealer										
Name of	V220CTUTCO	DIOKU O	Dealer										
						olicit Purch	ascrs					_	
(Check	"All State	s" or cha	ck individu	ial States)	• • • • • • • •	• • • • • • • • •	• • • • • • • • •	• • • • • • • •	, ,	•••••	• • • • • • •		States
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[IL]	[M]		[KS]	[KY]	[LA]	[ME]	[MD]	-	[MI]		• . •	-	-
										-			
Answer also in Appendix, Column 2, if filing under ULOE. Answer also in Appendix, Column 2, if filing under ULOE. Note that is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or specific of above or dealer, If more than five (3) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) NONE Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [CA] [HI] [ID] [MT] [NE] [NY] [NY] [NY] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [HI] [ID] [NT] [NT] [NT] [NT] [NT] [NT] [NT] [NT													
Full Nam	e (Last nai	me first, if	individua	ŋ								:	
	,												
Business o	or Residen	œ Address	(Number	and Street	, City, Sta	ate, Zip Co	ode) .						
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Name of	Associated	Broker or	Dealer					:					
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States in V	Which Dec	ron Tieted	Use Colic	ited on Int	ands to Se	lioit Dural							
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Business C	or Kezioen	ce Vooress	(Number	and Street	i, City, Sta	ate, Zip C	oae)						
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Name of	Associated	Broker of	Dealer										9.1
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States in '	Which Per	son Listed	Has Solic	ited or Int	ends to So	olicit Purcl	nasers						
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CDII	(SC)	[CD]	ITNI	[TY]	(III)	IVTI	f N/A 1	FTIZZAT	rurur	f 33/1 1	(WY)	I PR	.]

or promise

	of shaming adirection of the contraction of the con	ANVESTORS, EXPENSES AND USE	OF PROCEEDS.	
1.	Enter the aggregate offering price of securities include already sold. Enter "0" if answer is "none" or "zero." check this box [] and indicate in the columns below the am and already exchanged.	If the transaction is an exchange offering,	4	, , , ,
	Type of Security		Aggregate Offering Price	Amount Alread
	Debt		<u>\$ 35,000</u>	s _35,000
	Equity	· · · · · · · · · · · · · · · · · · ·	s ^{355,000*}	55,000 s
	Common 🗆 Pro			
	Convertible Securities (including warrants)		46,000	46,000 s
	Partnership Interests			\$
	Other (Specify			2
	Total:	•	120 000	
	Answer also in Appendix, Column 3, i	* Estimated		
2.	Enter the number of accredited and non-accredited inves offering and the aggregate dollar amounts of their purch cate the number of persons who have purchased securities purchases on the total lines. Enter "0" if answer is "n	tors who have purchased securities in this lases. For offerings under Rule 504, indi- s and the aggregate dollar amount of their	Number	Aggregate Dollar Amount
		÷	Investors	of Purchases
	Accredited Investors			s 136,000
	Non-accredited Investors			\$
	Total (for filings under Rule 504 only)	•••••		\$
	Answer also in Appendix, Column 4, is	filing under ULOE,		
3.	If this filing is for an offering under Rule 504 or 505, ente ties sold by the issuer, to date, in offerings of the types i to the first sale of securities in this offering. Classify secur	ndicated, in the twelve (12) months prior	Type of	Dollar Amount
	Type of offering		Security	Sold
	Rule 505		<u>. </u>	\$
	Regulation A	•••••		\$
	Rule 504	••••••		<u> </u>
	Rule 504			\$
4.	a. Furnish a statement of all expenses in connection vescurities in this offering. Exclude amounts relating sole. The information may be given as subject to future continuis not known, furnish an estimate and check the box to	vith the issuance and distribution of the y to organization expenses of the issuer, geneics. If the amount of an expenditure	٠.	
	Transfer Agent's Fees	•••••		\$
	Printing and Engraving Costs		0	-
	Legal Fees		💥	s_3,000 ·
	Accounting Fees	••••••	'o	\$
	Engineering Fees			\$
	Sales Commissions (specify finders' fees separately)			\$
	Other Expenses (identify)	•		<u>\$3,000</u>
			Z	6,000

	COLERUNG PRICE NUMBER FOR INVESTORS	expenses and a	SE OF PROCE	YEOS STATE
tion l	Enter the difference between the aggregate offering price given in re 1 and total expenses furnished in response to Part C - Question 4 usted gross proceeds to the issuer."	.a. This difference is	the	430,000 \$
used estim	ate below the amount of the adjusted gross proceeds to the issues for each of the purposes shown. If the amount for any purpose it ate and check the box to the left of the estimate. The total of the padjusted gross proceeds to the issuer set forth in response to Part	s not known, furnish syments listed must co	an ual	
(110 &	system gross processes to the state of the targets to the	C - Quantum 4.0 aov	Payments Officers, Directors, Affiliates	& Payments To
S	alaries and fees) s _	🗆 \$
P	urchase of real estate	C	s	0 \$
	urchase, rental or leasing and installation of machinery and equip			
С	Construction or leasing of plant buildings and facilities	c] S	0 \$
o o	equisition of other businesses (including the value of securities in ferring that may be used in exchange for the assets or securities of	f another	1.6	П
12.	stuer pursuant to a merger)	بيا دونانووها دوروو دونانود. م)	0;-
11	epayment of indebtedness		430,000	
	other (specify):			
O	uici (specify);			P
) \$	
C	olumn Totals		S	0 \$
T	otal Payments Listed (column totals added)	************	× × ×	430,000
	DEPEDERAL SIGN	ATUREZ SE		
ollowing	r has duly caused this notice to be signed by the undersigned duly signature constitutes an undertaking by the issuer to furnish to the its staff, the information furnished by the issuer to any non-accre	c U.S. Securities and	Exchange Com	mission, upon written re-
	rint or Type) AVANA GROUP, INC. Signature		D	August 12, 20
lame of	Signer (Print or Type) Title of Signer (Prin	*		
Willia	am L. Miller Chief Exrc	utive Officer		
(1)	Presently undetermined portion may be utliz	ed for payment	of accou	nts

payable and payments to others.

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (1) presently subject to any of the disqualification provisions of such rule?



See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOB) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) THE HAVANA GROUP, INC.	Signature		Date	August	12,	200
Name (Print or Type) William AL. Miller	Title (Print or Type)	Chief Executive Of	ficer			

				APA	ENDIX	7			
1	Intend to non-a investor	d to sell accredited is in State l-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item1)		amount pur	investor and chased in State C-Item 2).		Disqua under St (if yes explan waiver	5 lification ate ULOE , attach ation of granted) Item1)
State	Yes	No		Number of Accredited Investors	Amouat	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ '	{								
AR					·	·			
CÀ									
co			·					-	
СТ		·				·			
DE									
DC									
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KS	· · · · · · · · · · · · · · · · · · ·								
KY	/		Common Stock		45,000	-o-	-o_		V
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ME	·								
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APPENDIX 2 3 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of waiver granted) investors in State offered in state amount purchased in State (Part B-Item 1) (Part C-Item1) (Part C-Item 2) (Part E-Item1) Number of Number of Accredited Non-Accredited Yes No Yes State Investors Amount Investors Amount No MT NE NV NH ŊJ MM NY NC ND Common STock 81,000 ОН -0-Motes OK OR PA RISC SD TN TX UT VT ٧A WA w٧ WI WY

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PR